

IN THE CHANCERY COURT OF LEWIS COUNTY
AT HOHENWALD, TENNESSEE

In Re: Sentinel Trust Company)
)
)
)

Case No. 478 JANET WILLIAMS, CLERK & MASTER

AM

FILED

DEC 01 2004

1:30 PM

BY: *[Signature]*

ORDER REGARDING PAYMENT OF FEES AND EXPENSES
AS TO THOSE BOND ISSUES WHICH HAD PREVIOUSLY OBJECTED

On November 15, 2004, the Court entered an Order which approved transfer of fiduciary positions and which ordered, amongst other matters, that payment of fees and expenses claimed by the Sentinel Trust Receiver be paid prior to December 15, 2004 and prior to the Receiver having any obligation to transfer the books and records of any particular bond issue to the successor fiduciary. That Order expressly excluded fees and expenses associated with nineteen (19) bond issues because, prior to the November 15, 2004 hearing, the Receiver had received notice that the fees and expenses as to those bond issues were objected to or were potentially inaccurate.

Agreement has now been reached between the Receiver and each of the borrowers¹ of those bond issues. On November 24, 2004, the Commissioner-in-Possession and Receiver filed an Announcement of Agreements and Motion for Order Regarding Payment of Fees and Expenses with regard to the nineteen (19) bond issues which had originally objected to the payment of fees and expenses. The Announcement and Motion contained a specific listing of the bond issues involved, and Schedules of the agreed upon fees and expenses for each bond issue


¹ In the case of the Redford, Michigan Z-Tech Bond Issue, which is in default, agreement has been reached with the principal bondholder.

were attached to the Motion as Exhibits A-D. That Announcement and Motion came before the Court for hearing on December 1, 2004.

All objections to fees and expenses communicated to the Receiver prior to the Court's November 15, 2004 Order having been addressed, it is, therefore, ORDERED that the amounts listed in Exhibits A-D to the Motion, which are attached as Exhibits A-D to this Order, will be paid prior to December 15, 2004 and that the Receiver is under no obligation to transfer the books and records of any particular bond issue to its successor fiduciary until such payment is made.

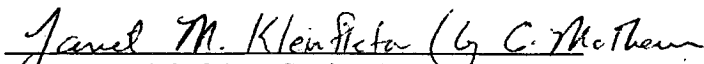
There appearing no reason or just cause for delay, this Court finds that this Order shall constitute a final, appealable Order on the matters covered and shall be considered as such upon entry on the docket. Rule 54 Tenn.R.Civ.P.

All of these matters are so ORDERED, this the 1 day of Dec, 2004.

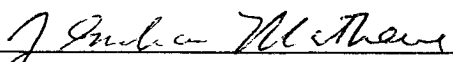


Hon. R.E. Lee Davies

Submitted for Approval


Janet M. Kleinfelter, Senior Counsel (by C. McThum
Office of the Attorney General w/permission)
Financial Division
425 5th Avenue North
P.O. Box 20207
Nashville, TN 37243
(615) 741-7403

*Counsel for the Hon. Kevin P. Lavender,
Commissioner-in-Possession of Sentinel
Trust Company, in Liquidation*


J. Graham Matherne, BPR #11294
Wyatt, Tarrant & Combs, LLP
2525 West End Avenue, Suite 1500
Nashville, TN 37203-1423
(615) 244-0020

*Counsel for Jeanne Barnes Bryant and
Receivership Management, Inc., Receiver
of Sentinel Trust Company, in Liquidation*

EXHIBIT A
American Senior Living Group

Bond Issue	Post May 18, 2004 Fiduciary Fee	Administrative Expense (Copying Charges)	Semi-Annual Pro Rated Fiduciary Fee	Unpaid Fiduciary Fee Due May 1, 2004	Total Fees Due
Cave Springs, GA '94	2,075.00	199.95	1,729.17		4,004.12
Cave Springs, GA '96	1,850.00	224.06	925.00		2,999.06
Dade City, FL '96	8,068.75	199.51	6,723.96		14,992.22
Dublin, GA IDA '94	3,562.50	206.62	2,968.75		6,737.87
Highland Co., FL '94	5,437.50	140.67	3,625.00		9,203.17
Jackson, TN '89	4,500.00	137.68	1,500.00		6,137.68
Jackson, TN '93	2,062.50	120.20	1,031.25		3,213.95
Sumner Co. HEFB	3,900.00	128.22	650.00		4,678.22
Walton Co., FL '96	13,703.13	216.19	2,283.86	1,937.30	18,140.48
Total	45,159.38	1,573.10	21,436.99		68,169.47



EXHIBIT B
Chancellor Health Partners Group

Bond Issue	Post May 18, 2004 Fiduciary Fee	Administrative Expense (Copying Charges)	Semi-Annual Pro Rated Fiduciary Fee	Total Fees Due
Athens Co., OH		274.83	2,468.75	2,743.58
Barboursville, WV			1,822.92	1,822.92
Gallia Co., OH	1,250.00		3,750.00	5,000.00
Jackson Co., OH	1,750.00		4,687.50	6,437.50
Madison Co., OH "02"	1,250.00	283.07	3,500.00	5,033.07
Madison Co., OH "97"	750.00		2,250.00	3,000.00
Raleigh Co., WV "02"		249.01	1,562.50	1,811.51
Raleigh Co., WV "97"			822.92	822.91
	-	-	-	-
Total	5,000.00	806.91	20,864.59	26,671.50

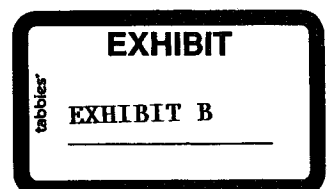


EXHIBIT C
Redford, Michigan Z-Tech Bond Issue

Bond Issue	Fiduciary Fee Due Post 5-18	Administrative Expense (Copying Charges)	Semi-Annual Pro Rated Fiduciary Fee	Total Fees Due
Redford, MI - Z-Tech Series 1997	4,418.75	176.52	3,682.30	8,277.57
				-
Total	4,418.75	176.52	3,682.30	8,277.57

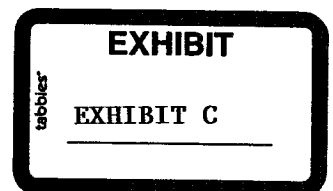


EXHIBIT D
Liberty County, Georgia Series 1992 Bond Issue

Bond Issue	Post May 18, 2004 Fiduciary Fee	Administrative Expense (Copying Charges)	Semi-Annual Pro Rated Fiduciary Fee	Total Fees Due
		-	-	-
Liberty Co., Ga Series 92		148.24	3,125.00	3,273.24
TOTAL		148.24	3,125.00	3,273.24

